

RECORDATION NO. 23921-B FILED

MAR 29 '02 12-03 PM
TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 29, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, Equipment Schedule 03, dated as of March 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23921.

The names and addresses of the parties to the enclosed document are:

Lessor: Key Equipment Finance,
(a division of Key Corporate Capital, Inc.)
66 South Pearl Street
P.O. Box 1865
Albany, New York 12201-1865

Lessee: Entergy Gulf States Inc
639 Loyola Avenue
L-ENT-26C
New Orleans, Louisiana 70113

Mr. Vernon A. Williams
March 29, 2002
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A description of the railroad equipment covered by the enclosed document is:

One hundred and fourteen (114) aluminum rotary dump high gondola railcars: within the series EGSX 950363 - EGSX 950480, but excluding EGSX 950346, EGSX 950348, EGSX 950353 and EGSX 950379.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement, Equipment Schedule 03.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. **23921-B** FILED

MAR 29 '02 12:03 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

EQUIPMENT SCHEDULE 03

Dated as of March 29, 2002

between

KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.,
Lessor

and

ENTERGY GULF STATES, INC.
Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on March __, 2002, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement by and between **ENTERGY GULF STATES, INC.**, a Texas corporation ("Lessee"), and **KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC.**, a Michigan corporation ("Lessor").

WITNESSETH

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 03 thereto dated as of March 29, 2002 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor One Hundred Fourteen (114) aluminum rotary dump high gondola railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").


2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

KEY EQUIPMENT FINANCE, A DIVISION OF
KEY CORPORATE CAPITAL INC.

By: 
Name: MICHAEL A. WOOD

Title: Regional Business Unit Mgr

Lessee:

Entergy Gulf States, Inc.

By: _____
Name: _____

Title: _____

RECORDATION NO. 23921-B FILED

MAR 29 '02 12-03 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

THIS SUPPLEMENT dated as of March 29, 2002 supplements and amends that certain Memorandum of Lease Agreement by and between **ENTERGY GULF STATES, INC.**, a Texas corporation ("Lessee"), and **KEY EQUIPMENT FINANCE, a DIVISION OF KEY CORPORATE CAPITAL INC.**, a Michigan corporation ("Lessor").

W I T N E S S E T H

1. Pursuant to the Master Equipment Lease Agreement, dated as of March 29, 2002, together with Equipment Schedule No. 03 thereto dated as of March 29, 2002 (collectively, the "Lease Agreement"), Lessor agreed to lease to Lessee, and the Lessee agreed to lease from Lessor One Hundred Fourteen (114) aluminum rotary dump high gondola railcars bearing the railroad reporting marks and road numbers set forth on Exhibit A hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Initial Term and any Renewal Terms as defined in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

KEY EQUIPMENT FINANCE, A DIVISION OF
KEY CORPORATE CAPITAL INC.

By: _____
Name: _____
Title: _____

Lessee:

Entergy Gulf States, Inc.

By: Nathan E. Langston
Name: Nathan E. Langston
Title: Senior Vice President and
Chief Accounting Officer

STATE OF)
) ss.:
COUNTY OF)

On this _____ (Day) day of _____ (Month), _____ (Year), before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say; that (s)he resides at _____ County, State of _____: that (s)he is a _____ of _____, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF LOUISIANA)
) ss.:
PARISH OF ORLEANS)

On this 27th day of March, 2002, before me the subscriber personally appeared Nathan E. Langston, who being by me duly sworn, did depose and say; that he resides at Orleans Parish, State of Louisiana: that he is Senior Vice President and Chief Accounting Officer of Entergy Gulf States, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Sylvia R. Zoner
NOTARY PUBLIC

My Commission Expires: at death

STATE OF New York)
) ss.:
COUNTY OF Albany)

On this 28th (Day) day of March (Month), 2002 (Year), before me the subscriber personally appeared Michael A. Wood, who being by me duly sworn, did depose and say; that (s)he resides at Rensselaer County, State of New York; that (s)he is a Regional Business Unit Manager of Key Equipment Finance, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

James M. Kresge
NOTARY PUBLIC

My Commission Expires: 4/1/02 JAMES M. KRESGE
Notary Public, State of New York
No. 01KR505845
Qualified in Albany County
Commission Expires April 1, 2002

STATE OF)
) ss.:
COUNTY OF)

On this _____ (Day) day of _____ (Month), _____ (Year), before me the subscriber personally appeared _____, who being by me duly sworn, did depose and say; that (s)he resides at _____ County, State of _____; that (s)he is a _____ of _____, the corporation described in and which executed the foregoing instrument; and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

NOTARY PUBLIC

My Commission Expires:

Exhibit A

EQUIPMENT DESCRIPTION

Lease: Equipment Schedule No. 03 dated as of March 29, 2002 to Master Equipment Lease Agreement Dated as of March 29, 2002.

Lessor: KEY EQUIPMENT FINANCE, A DIVISION OF KEY CORPORATE CAPITAL INC.

Lessee: ENTERGY GULF STATES, INC.

<u>Quantity:</u>	<u>Description:</u>	<u>Serial No.</u>	<u>Invoice No.</u>
1	Aluminum rotary dump high gondola railcar	EGSX950363	
1	Aluminum rotary dump high gondola railcar	EGSX950364	
1	Aluminum rotary dump high gondola railcar	EGSX950365	
1	Aluminum rotary dump high gondola railcar	EGSX950366	
1	Aluminum rotary dump high gondola railcar	EGSX950367	
1	Aluminum rotary dump high gondola railcar	EGSX950368	
1	Aluminum rotary dump high gondola railcar	EGSX950369	
1	Aluminum rotary dump high gondola railcar	EGSX950370	
1	Aluminum rotary dump high gondola railcar	EGSX950371	
1	Aluminum rotary dump high gondola railcar	EGSX950372	
1	Aluminum rotary dump high gondola railcar	EGSX950373	
1	Aluminum rotary dump high gondola railcar	EGSX950374	
1	Aluminum rotary dump high gondola railcar	EGSX950375	
1	Aluminum rotary dump high gondola railcar	EGSX950376	
1	Aluminum rotary dump high gondola railcar	EGSX950377	
1	Aluminum rotary dump high gondola railcar	EGSX950378	
1	Aluminum rotary dump high gondola railcar	EGSX950379	
1	Aluminum rotary dump high gondola railcar	EGSX950380	
1	Aluminum rotary dump high gondola railcar	EGSX950381	
1	Aluminum rotary dump high gondola railcar	EGSX950382	
1	Aluminum rotary dump high gondola railcar	EGSX950383	
1	Aluminum rotary dump high gondola railcar	EGSX950384	
1	Aluminum rotary dump high gondola railcar	EGSX950385	
1	Aluminum rotary dump high gondola railcar	EGSX950386	
1	Aluminum rotary dump high gondola railcar	EGSX950387	
1	Aluminum rotary dump high gondola railcar	EGSX950388	
1	Aluminum rotary dump high gondola railcar	EGSX950389	
1	Aluminum rotary dump high gondola railcar	EGSX950390	
1	Aluminum rotary dump high gondola railcar	EGSX950391	
1	Aluminum rotary dump high gondola railcar	EGSX950392	
1	Aluminum rotary dump high gondola railcar	EGSX950393	
1	Aluminum rotary dump high gondola railcar	EGSX950394	

1	Aluminum rotary dump high gondola railcar	EGSX950395
1	Aluminum rotary dump high gondola railcar	EGSX950396
1	Aluminum rotary dump high gondola railcar	EGSX950397
1	Aluminum rotary dump high gondola railcar	EGSX950398
1	Aluminum rotary dump high gondola railcar	EGSX950399
1	Aluminum rotary dump high gondola railcar	EGSX950400
1	Aluminum rotary dump high gondola railcar	EGSX950401
1	Aluminum rotary dump high gondola railcar	EGSX950402
1	Aluminum rotary dump high gondola railcar	EGSX950403
1	Aluminum rotary dump high gondola railcar	EGSX950404
1	Aluminum rotary dump high gondola railcar	EGSX950405
1	Aluminum rotary dump high gondola railcar	EGSX950406
1	Aluminum rotary dump high gondola railcar	EGSX950407
1	Aluminum rotary dump high gondola railcar	EGSX950408
1	Aluminum rotary dump high gondola railcar	EGSX950409
1	Aluminum rotary dump high gondola railcar	EGSX950410
1	Aluminum rotary dump high gondola railcar	EGSX950411
1	Aluminum rotary dump high gondola railcar	EGSX950412
1	Aluminum rotary dump high gondola railcar	EGSX950413
1	Aluminum rotary dump high gondola railcar	EGSX950414
1	Aluminum rotary dump high gondola railcar	EGSX950415
1	Aluminum rotary dump high gondola railcar	EGSX950416
1	Aluminum rotary dump high gondola railcar	EGSX950417
1	Aluminum rotary dump high gondola railcar	EGSX950418
1	Aluminum rotary dump high gondola railcar	EGSX950419
1	Aluminum rotary dump high gondola railcar	EGSX950420
1	Aluminum rotary dump high gondola railcar	EGSX950421
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1	Aluminum rotary dump high gondola railcar	EGSX950428
1	Aluminum rotary dump high gondola railcar	EGSX950429
1	Aluminum rotary dump high gondola railcar	EGSX950430
1	Aluminum rotary dump high gondola railcar	EGSX950431
1	Aluminum rotary dump high gondola railcar	EGSX950432
1	Aluminum rotary dump high gondola railcar	EGSX950433
1	Aluminum rotary dump high gondola railcar	EGSX950434
1	Aluminum rotary dump high gondola railcar	EGSX950435
1	Aluminum rotary dump high gondola railcar	EGSX950436
1	Aluminum rotary dump high gondola railcar	EGSX950437
1	Aluminum rotary dump high gondola railcar	EGSX950438
1	Aluminum rotary dump high gondola railcar	EGSX950439
1	Aluminum rotary dump high gondola railcar	EGSX950440

1	Aluminum rotary dump high gondola railcar	EGSX950441
1	Aluminum rotary dump high gondola railcar	EGSX950442
1	Aluminum rotary dump high gondola railcar	EGSX950443
1	Aluminum rotary dump high gondola railcar	EGSX950444
1	Aluminum rotary dump high gondola railcar	EGSX950445
1	Aluminum rotary dump high gondola railcar	EGSX950447
1	Aluminum rotary dump high gondola railcar	EGSX950449
1	Aluminum rotary dump high gondola railcar	EGSX950450
1	Aluminum rotary dump high gondola railcar	EGSX950451
1	Aluminum rotary dump high gondola railcar	EGSX950452
1	Aluminum rotary dump high gondola railcar	EGSX950454
1	Aluminum rotary dump high gondola railcar	EGSX950455
1	Aluminum rotary dump high gondola railcar	EGSX950456
1	Aluminum rotary dump high gondola railcar	EGSX950457
1	Aluminum rotary dump high gondola railcar	EGSX950458
1	Aluminum rotary dump high gondola railcar	EGSX950459
1	Aluminum rotary dump high gondola railcar	EGSX950460
1	Aluminum rotary dump high gondola railcar	EGSX950461
1	Aluminum rotary dump high gondola railcar	EGSX950462
1	Aluminum rotary dump high gondola railcar	EGSX950463
1	Aluminum rotary dump high gondola railcar	EGSX950464
1	Aluminum rotary dump high gondola railcar	EGSX950465
1	Aluminum rotary dump high gondola railcar	EGSX950466
1	Aluminum rotary dump high gondola railcar	EGSX950467
1	Aluminum rotary dump high gondola railcar	EGSX950468
1	Aluminum rotary dump high gondola railcar	EGSX950469
1	Aluminum rotary dump high gondola railcar	EGSX950470
1	Aluminum rotary dump high gondola railcar	EGSX950471
1	Aluminum rotary dump high gondola railcar	EGSX950472
1	Aluminum rotary dump high gondola railcar	EGSX950473
1	Aluminum rotary dump high gondola railcar	EGSX950474
1	Aluminum rotary dump high gondola railcar	EGSX950475
1	Aluminum rotary dump high gondola railcar	EGSX950476
1	Aluminum rotary dump high gondola railcar	EGSX950477
1	Aluminum rotary dump high gondola railcar	EGSX950478
1	Aluminum rotary dump high gondola railcar	EGSX950480